

F11000005035

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

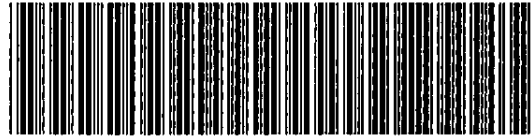
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

J. Shivers DEC 16 2011

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: R & J MacKinnon Holdings Ltd. Corp
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Gary J. Van Grondelle, C.P.A

Name of Person

Bell & Van Grondelle CPA Firm

Firm/Company

109 Ambersweet Way #401

Address

Davenport, FL 33897

City/State and Zip code

gary@bellvancpa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gary J. Van Grondelle

Name of Person

at (863) 420-0499

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

\$87.50 Filing Fee,
Certificate of Status &
Certified Copy

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. R & J MacKinnon Holdings Ltd. Corp.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Canada 3. 98-1024336
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/10/2011 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2497 B Line Road; Pembroke, Ontario K8A 6W8, Canada
(Principal office address)

2497 B Line Road; Pembroke, Ontario K8A 6W8, Canada
(Current mailing address)

8. Property Rental and Investment
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Bell & Van Grondelle CPA Firm, LLC

Office Address: 109 Ambersweet Way #401

Davenport, Florida 33897
(City) (Zip code)

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10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert MacKinnon

Address: 2497 B Line Road

Pembroke, Ontario K8A 6W8 Canada

Director: James MacKinnon

Address: 2497 B Line Road

Pembroke, Ontario K8A 6W8 Canada

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

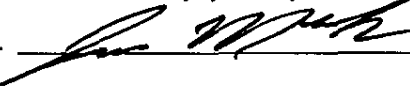
Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. James MacKinnon President
(Typed or printed name and capacity of person signing application)



NUANS® Pre-Search Results

- Results 1-1 of exactly 1 names : (R AND J MACKINNON*)

Limitations of a NUANS Preliminary Search:

- A NUANS preliminary search will only provide an exact match of the terms you are submitting.
- It is not designed to provide names that are phonetically or visually similar.
- And, it does not replace the NUANS report, it is used to assist you in the name selection process.

Name	Jurisdiction & Number	Date	Additional Information
R & J MACKINNON HOLDINGS LTD	ON-0001654357	2005Mr30	Bus_Corp Active PEMBROKE

1

Results Page Navigator

Database Update Dates:

Alberta Business 2011-11-14 | Alberta Corporate 2011-11-14 | British Columbia Business 2011-11-16 | British Columbia Corporate 2011-11-15 | Federal Corporate 2011-11-16 | Manitoba 2011-10-21 | New Brunswick 2011-11-01 | Newfoundland and Labrador 2011-10-31 | Northwest Territories 2011-11-15 | Nova Scotia 2011-11-16 | Nunavut Business 2011-11-15 | Nunavut Corporate 2011-11-15 | Office of the Superintendent of Financial Institutions 2011-10-21 | Ontario Business 2011-11-12 | Ontario Corporate 2011-11-12 | Prince Edward Island 2011-11-09 | Quebec N/A | Saskatchewan 2011-11-16 | Trade-marks 2011-11-15 | Yukon 2011-11-01 | Proposed Names Current to: 2011-11-16 13:27

Date Modified: 2011-11-22

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Request ID: 013730247
Demande n° :
Transaction ID: 46030357
Transaction n° :
Category ID: CT
Catégorie :

Province of Ontario
Province de l'Ontario
Ministry of Government Services
Ministère des Services gouvernementaux

Date Report Produced: 2011/11/22
Document produit le :
Time Report Produced: 13:47:22
Imprimé à :

CERTIFICATE OF STATUS ATTESTATION DU STATUT JURIDIQUE

This is to certify that according to the records of the Ministry of Government Services

D'après les dossiers du Ministère des Services gouvernementaux, nous attestons que la société

R & J MACKINNON HOLDINGS LTD.

Ontario Corporation Number

Numéro matricule de la société (Ontario)

0 0 1 6 5 4 3 5 7

is a corporation incorporated, amalgamated or continued under the laws of the Province of Ontario.

est une société constituée, prorogée ou née d'une fusion aux termes des lois de la Province de l'Ontario.

The corporation came into existence on

La société a été fondée le

MARCH 30 MARS, 2005

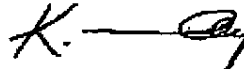
and has not been dissolved.

et n'est pas dissoute.

Dated

Fait le

NOVEMBER 22 NOVEMBRE, 2011



Director
Directrice

The issuance of this certificate in electronic form is authorized by the Director of Companies and Personal Property Security Branch.

La délivrance du présent certificat sous forme électronique est autorisée par la Directrice de la Direction des compagnies et des sûretés mobilières.

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TALLAHASSEE, FLORIDA
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For Ministry Use Only
À l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la société en Ontario



Ministry of
Consumer and
Ontario Business Services

CERTIFICATE
This is to certify that these articles
are effective on

Ministère des Services
aux consommateurs
et aux entreprises
CERTIFICAT
Ceci certifie que les présents statuts
entrent en vigueur le

1654357

MARCH 30 MARS, 2005

Director / Directrice
Business Corporations Act / Loi sur les sociétés par actions

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**ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS**

Form 1
Business
Corporations
Act

Formule 1
Loi sur les
sociétés par
actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT)

R	&	J	M	A	C	K	I	N	N	O	N	H	O	L	D	I	N	G	S	L	T	D	.

2. The address of the registered office is:
Adresse du siège social :

2497 B Line Road R R # 7

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Pembroke

ONTARIO **K 8 A 6 W 8**

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code postal)

3. Number (or minimum and maximum number) of directors is/are: one
Nombre (ou nombres minimal et maximal) d'administrateurs : one three

4. The first director(s) is/are:
Premier(s) administrateur(s) :

First name, middle names and surname
Prénom, autres Prénoms et nom de famille

Address for service, giving Street & No. or R.R. No.,
Municipality, Province, Country and Postal Code
Domicile élu, y compris la rue et le numéro, le numéro de la
R.R. ou le nom de la municipalité, la province, le pays et le
code postal

Resident Canadian?
Yes or No
Résident canadien?
Oui/Non

Robert MacKinnon

2497 B Line Road R R # 7
Pembroke, Ontario
K8A 6W8

Yes

James MacKinnon

2497 B Line Road R R # 7
Pembroke, Ontario
K8A 6W8

Yes

FROM :

FAX NO. :

Nov. 09 2011 06:54PM P2

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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

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6. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of Common Shares, an unlimited number of Class A Preferred Shares, an unlimited number of Class B Preferred Shares and an unlimited number of Class C Preferred Shares.

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

An unlimited number of Common Shares.

An unlimited number of Class A Preferred Shares voting (10 votes per share) non-cumulative, redeemable and retractable at \$100 per share.

An unlimited number of Class B Preferred Shares, non-voting, redeemable, and retractable at paid-up value, non-cumulative dividend payable at the discretion of the directors.

An unlimited number of Class C Preferred Shares, non-participating, voting (1 vote per share), redeemable and retractable at \$1000 per share, non-cumulative dividend payable at the discretion of the directors.

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FAX NO. :

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B. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without either;

- (a) The previous consent of the Directors of the Corporation expressed by a resolution passed at a meeting of the Directors or by an instrument or instruments in writing signed by a majority of the Directors.

OR

- (b) The previous consent of the holders of at least fifty-one percent (51%) of the shares for the time being outstanding entitled to vote expressed by a resolution passed at a meeting of the Shareholders or by an instrument or instruments in writing signed by such shareholders.

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9. Other provisions if any:
Autres dispositions, s'il y a lieu :

- (a) The Board of Directors may, from time to time, in such amounts and on such terms as it deems expedient;
- (i) borrow money on the credit of the Corporation AND FURTHER;
 - (ii) issue, reissue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation AND FURTHER
 - (iii) to the extent permitted by law, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, AND FURTHER
 - (iv) charge, mortgage, hypothecate, pledge or otherwise credit a security interest in all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings to secure any debt obligations or any money borrowed or other debts or liability of the Corporation.

The Board of Directors may, from time to time, delegate such one or more of the Directors or Officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board above to such extent and in such manner as the Board shall determine at the time of each such delegation.

- (b) That the number of Shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons, who having been formerly in the employment, and have continued after the termination of that employment, to be Shareholders of the Corporation, is limited to no more than FIFTY (50); TWO (2) or more persons who are joint registered owners of ONE (1) or more shares being counted as ONE (1) Shareholder.
- (c) That any invitation to the public to subscribe for any shares or securities of the Corporation is hereby prohibited.

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10. The names and addresses of the incorporators are:
Noms et adresses des fondateurs :

First name, middle names and surname or corporate name
*Prénom, autres prénoms et nom de famille ou
dénomination sociale*

Full address for service or address of registered office or
of principal place of business giving street & No. or R.R.
No., municipality and postal code
*Domicile élu au complet, adresse du siège social ou
adresse de l'établissement principal, y compris la rue et le
numéro ou le numéro de la R.R., le nom de la
municipalité et le code postal*

Robert MacKinnon

2497 B Line Road R R # 7
Pembroke, Ontario K8A 6W8

James MacKinnon

2497 B Line Road R R # 7
Pembroke, Ontario K8A 6W8

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These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Signatures of incorporator(s) /
Signatures des fondateurs

Robert MacKinnon
James MacKinnon